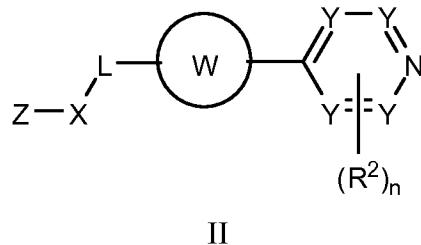


Amendments to the Specification:

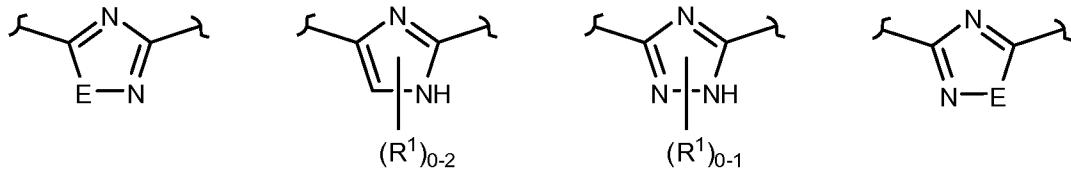
Please replace paragraph [0047] with the following amended paragraph:

[0047] The present invention also comprises a compound for modulating kinase activity, according to Formula **II**,



or a pharmaceutically acceptable salt, hydrate, or prodrug thereof, wherein,

W is selected from one of the following formulae:



provided Z-X-L-is bonded to the left side of W as depicted, and the ring containing Y is bonded to the right side of W as depicted; ~~JIM, HAVE WE MADE ANY OF THESE GEOMETRIC ISOMERS? I PUT THIS IN LAST YEAR IN THE HOPES THAT WE'D MAKE A FEW OF THESE ISOMERS AND THEY'D BE EQUIVALENT OR BETTER THAN THE KNOWN GEOMETRIC ISOMERS ABOUT THE CENTER RING, E.G. TRIAZOLE. PLEASE CALL ME TO DISCUSS. J~~

E is -S- or -O-;

R¹ and R², at each ~~occurrence~~occurrence, are independently selected from -H, halogen, -CN, -NH₂, -CF₃, -NO₂, -OR⁶, -N(R⁶)R⁷, -N(R⁶)N(R⁶)R⁷, -S(O)₀₋₂R⁷, -SO₂N(R⁶)R⁷, -CO₂R⁶, -C(O)N(R⁶)R⁷, -N(R⁶)SO₂R⁷, -N(R⁶)C(O)R⁷, -N(R⁶)C(O)C₀₋₆alkyl-N(R⁶)R⁷, -N(R⁶)CO₂R⁷, -C(O)R⁶, optionally substituted C₁₋₆ alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆ alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆ alkyl;

n is zero to four;

L is optionally substituted C₁₋₆ alkylene;

X is -N(R³)-;

R³ is selected from -H, optionally substituted alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆ alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆ alkyl;

Z is selected from R⁴, R⁴C(=O)-, R³(R⁴)NC(=O)-, R⁴SO₂-, R³(R⁴)NSO₂-, and R⁴C(=NR⁵)-;

R⁴ is selected from optionally substituted aryl, optionally substituted aryl C₁₋₆ alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆ alkyl;

optionally R³ and R⁴, together with the atoms to which they are attached and any additional atoms that link Z with X, are combined to form a first optionally substituted five-to seven-membered heterocyclyl ring, said first optionally substituted five- to seven-membered heterocyclyl ring optionally containing at least one additional heteroatom selected from N, O, S, and P;

R⁵ is selected from -H, -NO₂, -NH₂, -N(R⁶)R⁷, -CN, -OR⁶, and optionally substituted C₁₋₆ alkyl;

Y is independently either =C(H)- or =N-, provided that there are no more than three of =N- in the ring bearing Y;

each R⁶ is -H or R⁷;

each R⁷ is independently selected from optionally substituted C₁₋₆ alkyl, optionally substituted aryl, optionally substituted aryl C₁₋₆ alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C₁₋₆ alkyl ; and

optionally R⁶ and R⁷, when taken together with a common nitrogen to which they are attached, form a second optionally substituted five- to seven-membered heterocyclyl ring, said second optionally substituted five- to seven-membered heterocyclyl ring optionally containing at least one additional heteroatom selected from N, O, S, and P.

Please replace paragraph [0065] with the following amended paragraph:

[0065] In another example, the compound is according to paragraph [0047], selected from N-cyclopentyl-2-naphthalen-1-yl-N-[2-(5-pyridin-4-yl-1H-1,2,4-triazol-3yl)ethyl]acetamide, N-cyclopentyl-2-naphthalen-1-yl-N-[2-(3-pyridin-4-yl-1,2,4-oxadiazol-5-yl)ethyl]acetamide, and N-cyclopentyl-N-(2-{4-[4-(methyloxy)phenyl]-2-pyridin-4-yl-1H-imidazol-5-yl}ethyl)-2-naphthalen-1-ylacetamide. ~~JHM, HAVE WE MADE ANY OF THESE? SEE ABOVE DISCUSSION.~~